BORA LASKIN LAW LIBRARY
3 1761 09565624 5

UNIVERSITY OF TORONTO
FACULTY OF LAW

CONTESTED CORPORATE TRANSACTIONS – MERGERS AND ACQUISITIONS

VOLUME I

Professor Patricia A. Koval

Spring 2014

This material is for the sole use of students at the Faculty of Law, University of Toronto.

BORA LASKIN LAW LIBRARY

JAN - 6 2014

FACULTY OF LAW
UNIVERSITY OF TORONTO

CONTESTED CORPORATE TRANSACTIONS – MERGERS AND ACQUISITIONS

VOLUME I

Professor Patricia A. Koval

Spring 2014

This material is for the sole use of students at the Faculty of Law, University of Toronto.

Digitized by the Internet Archive
in 2018 with funding from
University of Toronto

https://archive.org/details/contestedcorpora01kova

CONTESTED CORPORATE TRANSACTIONS – MERGERS AND ACQUISITIONS
2014

TABLE OF CONTENTS

VOLUME I

1. Glossary of Some Commonly Used Deal Terms

2. *Securities Act* (Ontario): definition of "voting security", Part I; "equity security", Part XX; "convertible securities" (s. 89(5)) (references are to the current Ontario statute);

3. "Background Notes on Equity Acquisition Structures", prepared by Pat Koval

4. Re Sears Canada Inc. (2006), 22 B.L.R. (4th) 267 (O.S.C.)

5. Re Sears Canada Inc. (2006), 84 O.R. (3d) 61 (Ont. S.C.J. (Div. Ct.))

6. Vengrowth Funds (Re) (2011), 34 O.S.C.B. 6755

7. *Securities Act* (Ontario): definitions of "associate", "insider", "affiliated companies", "controlled companies", "subsidiary companies", "beneficial ownership of securities" in Part I of the Act; Part XX of the Act

8. Statutory sections regarding compulsory acquisitions, going private transactions and squeeze-out transactions: *Business Corporations Act* (Ontario): Part XV (compulsory acquisitions and going private transactions); section 185 (dissent and appraisal rights); Canada Business Corporations Act, subsection 2(1) definitons fo "affiliate", "distributing corporation", "going private transaction", "squeeze-out transaction" and subsection 2(2), 2(3), 2(4) and 2(5)

9. Advertisement by BHP Billiton to Holders of Common Shares of Potash Corporation

10. Re Sterling Centrecorp Inc., (2007), 30 O.S.C.B. 6683 and Re Sterling Centrecorp Inc., [2007] O.J. No. 3072 (Ont. S.C.J. [Commercial List])

11. Sample Lock-Up Agreements

12. Potash Corp Directors' Circular dated August 23, 2010 Recommending Rejection of the Offer by BHP Billiton

13. Unocal Corp. v. Mesa Petroleum Co., 493 A. 2d 946 (Del. Sup. Ct. 1985)

14. Unitrin, Inc. v. American General Corp., 651 A. 2d 1361 (Del. Sup. Ct. 1995)